

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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: In re : Chapter 11
: :
: DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
: :
: Debtors. : (Jointly Administered)
: :
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ORDER UNDER 11 U.S.C. § 107(b) AND FED. R. BANKR. P. 9018 AUTHORIZING
DEBTORS TO FILE THE INFORMATION TECHNOLOGY INFRASTRUCTURE
OUTSOURCING AGREEMENTS UNDER SEAL

("IT INFRASTRUCTURE OUTSOURCING UNDER SEAL ORDER")

Upon the motion, dated September 26, 2006 (the "Motion"), of Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an order (the "Order") Under 11 U.S.C. § 107(b) And Fed. R. Bankr. P. 9018 Authorizing Debtors To File Under Seal Information Technology Infrastructure Outsourcing Agreements; and it appearing that pursuant to Fed. R. Bankr. P. 9018, no notice of the relief requested in the Motion need be provided; and this Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties-in-interest; and after due deliberation thereon; and good and sufficient cause appearing therefor,

IT IS HEREBY ORDERED, ADJUDGED AND DECREED THAT:

1. The Motion is GRANTED.
2. Pursuant to 11 U.S.C. § 107(b) and Fed. R. Bankr. P. 9018, the Debtors are authorized to file (i) the agreement between Electronic Data Systems Corporation and EDS

Information Services, LLC (collectively, "EDS") and Delphi (the "EDS Agreement") and (ii) the agreement between Hewlett Packard Company ("HP") and Delphi (together with the EDS Agreement, the "IT Infrastructure Outsourcing Agreements") under seal as exhibits to a motion for approval of such agreements that the Debtors intend to file.

3. The IT Infrastructure Outsourcing Agreements (and any information derived from the IT Infrastructure Outsourcing Agreements) shall remain confidential, be filed under seal, and shall be served on and made available only to (i) the United States Trustee for the Southern District of New York, (ii) counsel to the Official Committee of Unsecured Creditors, and (iii) such other parties as ordered by this Court or as agreed to in writing by the Debtors, EDS, and HP.

4. Except as otherwise agreed to by the Debtors, EDS, and HP, any pleadings filed by a third party in these cases that reference or disclose any of the information contained in the IT Infrastructure Outsourcing Agreements shall be filed under seal and served only on those parties authorized to receive the IT Infrastructure Outsourcing Agreements, as provided for in paragraph 3 of this Order.

5. The requirement pursuant to Rule 9013-1(b) of the Local Bankruptcy Rules for the Southern District of New York that the Debtors file a memorandum of law in support of the Motion is hereby waived.

6. This Court retains jurisdiction to enforce this Order and the confidentiality of the IT Infrastructure Outsourcing Agreements and the sensitive information contained therein, including the authority to impose sanctions on any person or entity which violates this Order.

Dated: New York, New York
September __, 2006

UNITED STATES BANKRUPTCY JUDGE